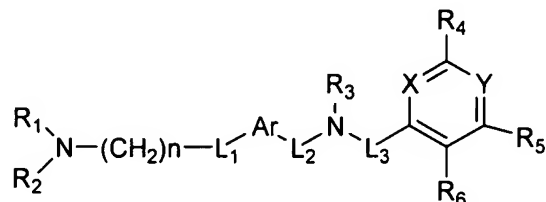


# LISTING OF THE CLAIMS

The following listing of the claims reflects current amendments and replaces all previous listings.

1. (Currently amended) A compound of the formula



wherein Ar is selected from the group consisting of aryl, heteroaryl, benzoheteroaryl, pyridone, pyridazinone, and pyrimidone;

n is 1-6;

~~R<sub>1</sub> and R<sub>2</sub> are independently H, alkyl or aralkyl or R<sub>1</sub> and R<sub>2</sub> along with N can form a pyrrolidine, piperadine, piperazine, morpholine, benzopyrrolidine, benzopiperadine or benzopiperazine ring, or R<sub>1</sub> and L<sub>1</sub> or R<sub>1</sub> and one carbon of (CH<sub>2</sub>)<sub>n</sub> can form a 5, 6, or 7 membered ring;~~

R<sub>3</sub> is H, alkyl or aralkyl;

X and Y are independently is C or N;

Y is N;

~~R<sub>4</sub>, R<sub>5</sub>, and R<sub>6</sub> are independently is selected from the group consisting of H, alkyl, aralkyl, aryl, heteroaryl, benzoheteroaryl, hydroxyl, halo, haloalkyl, alkoxy, aminocarbonyl and aminosulfonyl; or~~

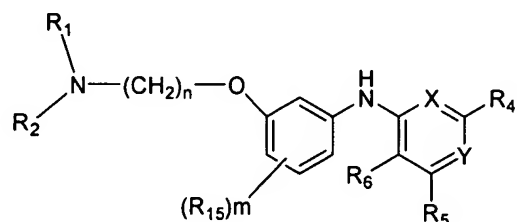
R<sub>5</sub> and R<sub>6</sub> together can form a 5-6 membered aromatic ring or a 5-7 membered aliphatic ring; L<sub>1</sub> is selected from the group consisting of ~~a single bond, O, NR<sub>7</sub>, CO, and SO<sub>2</sub>, NR<sub>8</sub>CO, NR<sub>9</sub>SO<sub>2</sub>, NR<sub>10</sub>CONR<sub>11</sub>, NR<sub>12</sub>SO<sub>2</sub>NR<sub>13</sub>, arene, heteroarene, pyridone, pyrimidone and pyridazinone;~~

~~L<sub>2</sub> and L<sub>3</sub> are independently selected from the group consisting of a single bond, CH<sub>2</sub>, NR<sub>14</sub>, CO and SO<sub>2</sub>; and~~

R<sub>7</sub>-R<sub>14</sub> are independently selected from the group consisting of H, alkyl, aryl and aralkyl or R<sub>8</sub> and CO and Ar can form pyridone, pyridazinone, and pyrimidone, ~~and the~~ or a pharmaceutically acceptable salts- salt thereof.

2. (Canceled).

3. (Currently amended) A compound of claim 1 of the formula:



wherein each R<sub>15</sub> is independently H, alkyl, aralkyl, haloalkyl, aryl, heteroaryl, benzoheteroaryl, alkoxy, aminocarbonyl or aminosulfonyl and two of R<sub>15</sub> can form a 5-6 membered aromatic ring or a 5-7 member aliphatic ring;

m is 0-3; and

R<sub>1</sub>, R<sub>2</sub>, R<sub>4</sub>, R<sub>5</sub>, R<sub>6</sub>, n and X are as defined in claim 1, ~~and the~~ or a pharmaceutically acceptable salts- salt thereof.

4. (Currently amended) A compound of claim 1 selected from the group consisting of: {4-Chloro-3-[2-(3,4-dihydro-1H-isoquinolin-2-yl)ethoxy]phenyl}-(2-methylquinolin-4-yl)amine;

{3-[2-(4-Benzylpiperidin-1-yl)ethoxy]phenyl}-(2-methylquinolin-4-yl)amine;

{4-Chloro-3-[2-(4-phenylpiperidin-1-yl)ethoxy]phenyl}- (2-methylquinolin-4-yl)amine;

{3-[2-(4-Benzylpiperazin-1-yl)ethoxy]phenyl}-(2-methylquinolin-4-yl)amine;

~~{3-[2-(Benzylmethylamino)ethoxy]phenyl}-(2-methylquinolin-4-yl)amine;~~

{3-[2-(4-Benzylpiperidin-1-yl)ethoxy]-5-trifluoromethylphenyl}-(2-methylquinolin-4-yl)amine;

{3-[3-(4-Benzylpiperidin-1-yl)propoxy]phenyl}-(2-methylquinolin-4-yl)amine;

~~{3-[2-(1-Methyl-1-phenylethylamino)ethoxy]phenyl}-(2-methylquinolin-4-yl)amine;~~

~~{3-(2-Benzylaminoethoxy)phenyl}-(2-methylquinolin-4-yl)amine;~~

1-(1-{2-[3-(2-Methylquinolin-4-ylamino)phenoxy]ethyl}4-phenylpiperidin-4-yl)ethanone;

~~{3-(3-Benzylaminopropoxy)phenyl}-(2-methylquinolin-4-yl)amine;~~

~~{3-[2-(2-Benzylimidazol-1-yl)ethoxy]phenyl}-(2-methylquinolin-4-yl)amine;~~  
(1-{2-[3-(2-Methylquinolin-4-ylamino)phenoxy]ethyl}piperidin-4-yl)diphenylmethanol;  
4-Benzyl-1-{2-[3-(2-tert-butylquinolin-4-ylamino)phenoxy]ethyl}piperidin-4-ol;  
4-Benzyl-1-{2-[3-(2-methylquinolin-4-ylamino)-5-trifluoromethylphenoxy]ethyl}piperidin-4-ol;  
~~{3-[2-(4-Benzylpiperidin-1-yl)ethoxy]phenyl}-(2,6-dimethylpyrimidin-4-yl)amine;~~  
~~{3-[2-(5-Benzyl-2,5-diazabicyclo-[2.2.1]hept-2-yl)ethoxy]phenyl}-(2-methylquinolin-4-yl)amine;~~  
{3-[2-(4-Benzylpiperazin-1-yl)ethoxy]-5-trifluoromethylphenyl}-(2-methylquinolin-4-yl)amine;  
(2-Methylquinolin-4-yl)-{3-[2-(4-phenylpiperidin-1-yl)-ethoxy]-5-trifluoromethylphenyl}amine;  
~~{3-[3-(1-Methyl-1-phenylethylamino)propoxy]phenyl}-(2-methylquinolin-4-yl)amine.~~  
~~{3-[2-(5-Benzyl-2,5-diazabicyclo[2.2.1]hept-2-yl)ethoxy]-5-trifluoromethylphenyl}-(2-methylquinolin-4-yl)amine;~~  
N-(2-{1-[2-(3-Fluorophenyl)ethyl]-6,7-dimethoxy-3,4-dihydro-1H-isoquinolin-2-yl}ethyl)-3-(2-methylquinolin-4-ylamino)benzamide;  
N-[2-(6,7-Dimethoxy-3,4-dihydro-1H-isoquinolin-2-yl)ethyl]-3-(2-methylquinolin-4-ylamino)benzamide;  
N-[2-(1,3-Dihydroisoindol-2-yl)ethyl]-3-(2-methylquinolin-4-ylamino)benzamide;  
N-[2-(3,4-Dihydro-1H-isoquinolin-2-yl)ethyl]-2-methyl-5-(2-methylquinolin-4-ylamino)benzamide;  
N-[2-(3,4-Dihydro-1H-isoquinolin-2-yl)ethyl]-2-hydroxy-5-(2-methylquinolin-4-ylamino)benzamide;  
N-[2-(3,4-Dihydro-1H-isoquinolin-2-yl)ethyl]-3-(2-trifluoromethylquinolin-4-ylamino)benzamide;  
N-[2-(3,4-Dihydro-1H-isoquinolin-2-yl)ethyl]-2,4,6-trimethyl-3-(2-methylquinolin-4-ylamino)benzamide;  
2-[2-(3,4-Dihydro-1H-isoquinolin-2-yl)ethyl]-4-(2-methylquinolin-4-ylamino)-2,3-dihydroisoindol-1-one;

~~3-(2-Methylquinolin-4-ylamino)-N-[2-(1,3,4,5-tetrahydrobenzo[e]azepin-2-yl)ethyl]benzamide;~~  
~~N-[2-(3,4-Dihydro-1H-isoquinolin-2-yl)ethyl]-2,5-bis(2-methylquinolin-4-ylamino)benzamide;~~  
~~3-(2-Methylquinolin-4-ylamino)-N-[2-(octahydro-eis-isoquinolin-2-yl)ethyl]benzamide;~~  
~~N-(2-Azepan-1-ylethyl)-3-(2-methylquinolin-4-ylamino)benzamide;~~  
~~N-(2-Benzylaminoethyl)-3-(2-methylquinolin-4-ylamino)benzamide;~~  
~~4-({2-[3-(2-Methylquinolin-4-ylamino)-benzoylamino]ethylamino}methyl)benzoic acid;~~  
~~N-[2-(2,2-Dimethylpropylamino)ethyl]-3-(2-methylquinolin-4-ylamino)benzamide;~~  
~~N-[2-(4-Benzylpiperazin-1-yl)ethyl]-3-(2-methylquinolin-4-ylamino)benzenesulfonamide;~~  
~~{3-[5-(3,4-Dihydro-1H-isoquinolin-2-ylmethyl)isoxazol-3-yl]phenyl}-(2-methylquinolin-4-yl)amine;~~  
~~{3-[3-(3,4-Dihydro-1H-isoquinolin-2-yl)propyl]-4-methylphenyl}-(2-methylquinolin-4-yl)amine;~~  
~~N'-[2-(3,4-Dihydro-1H-isoquinolin-2-yl)ethyl]-N<sup>7</sup>-(2-methylquinolin-4-yl)-1,2,3,4-tetrahydronaphthalene-1,7-diamine;~~  
~~{3'-(3,4-Dihydro-1H-isoquinolin-2-ylmethyl)biphenyl-4-yl}-(2-methylquinolin-4-yl)amine;~~  
~~{3-[2-(4-Benzylpiperidin-1-yl)ethanesulfonyl]phenyl}-(2-methylquinolin-4-yl)amine;~~  
~~N-[2-(4-Benzylpiperidin-1-yl)ethyl]-N'-(2-methylquinolin-4-yl)pyrimidine-4,6-diamine; and~~  
~~]3-(4-Benzylpiperidin-1-yl)-1-[3-(2-methylquinolin-4-ylamino)phenyl]propan-1-one oxime;~~

5. (Previously presented) A pharmaceutical composition comprising a compound of claim 1 and a pharmaceutically acceptable carrier or excipient.

6. (Withdrawn) A method of treating conditions associated with urotensin-II imbalance by antagonizing the urotensin-II receptor which comprises administering to a patient in need thereof, a compound of claim 1.

7. (Withdrawn) A method according to claim 6 wherein the condition is selected from the group consisting of congestive heart failure, stroke, ischemic heart disease, angina, myocardial ischemia, cardiac arrhythmia, essential and pulmonary hypertension, renal disease, acute and chronic renal failure, end stage renal disease, peripheral vascular disease, male erectile dysfunction, diabetic retinopathy, intermittent claudication/ischemic limb disease,

**USSN 10/783,916**

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**Response and Amendment**

ischemic/hemorrhagic stroke, COPD, restenosis, asthma, neurogenic inflammation, migraine, metabolic vasculopathies, bone/cartilage/joint diseases, arthritis and other inflammatory diseases, fibrosis, pulmonary fibrosis, sepsis, atherosclerosis, dyslipidemia, addiction, schizophrenia, cognitive disorders, Alzheimers disease, impulsivity, anxiety, stress, depression, Parkinsons, movement disorders, sleep-wake cycle, inventive motivation, pain, neuromuscular function, diabetes, gastric reflux, gastric motility disorders, ulcers and genitourinary diseases.